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June 30, 1998

Janice Fort  
Surface Transportation Board  
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RECORDATION NO. 21006-A FILED

JUL 1 '98

10-59 AM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
JUN 31 10 59 AM '98

Dear Janice,

Enclosed is an original plus 3 copies, all notarized. This is a Memorandum of Lease Extension between The Cit Group/Equipment Financing Inc. and Alabama Power Company dated 6/18/98. Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copies to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

enclosure

**800-634-9738**

JUL 1 '98

10-59AM

## MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF LEASE EXTENSION dated as of this 18 day of JUNE, 1998 is made by Alabama Power Company, an Alabama corporation, with an address at 600 N. 18th Street/14N-8163, Birmingham, AL 35202, as assignee of Georgia Power Company (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of JUNE 18, 1998 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of October 21, 1997 (the "Lease");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: [Signature]  
Name: LAURENCE LITTLEFIELD  
Title: Vice President

ALABAMA POWER COMPANY,

By: [Signature]  
Name: Earl B. Parsons, Jr.  
Title: Sr. Vice President

### SCHEDULE A

1 MCHX	32001	28 MCHX	32030	55 MCHX	32060	82 MCHX	32091
2 MCHX	32002	29 MCHX	32031	56 MCHX	32061	83 MCHX	32092
3 MCHX	32003	30 MCHX	32032	57 MCHX	32062	84 MCHX	32093
4 MCHX	32004	31 MCHX	32033	58 MCHX	32063	85 MCHX	32094
5 MCHX	32005	32 MCHX	32034	59 MCHX	32064	86 MCHX	32095
6 MCHX	32006	33 MCHX	32036	60 MCHX	32065	87 MCHX	32097
7 MCHX	32007	34 MCHX	32037	61 MCHX	32066	88 MCHX	32099
8 MCHX	32008	35 MCHX	32040	62 MCHX	32067	89 MCHX	32100
9 MCHX	32010	36 MCHX	32041	63 MCHX	32068	90 MCHX	32101
10 MCHX	32011	37 MCHX	32042	64 MCHX	32069	91 MCHX	32102
11 MCHX	32012	38 MCHX	32043	65 MCHX	32070	92 MCHX	32103
12 MCHX	32013	39 MCHX	32044	66 MCHX	32071	93 MCHX	32104
13 MCHX	32014	40 MCHX	32045	67 MCHX	32073	94 MCHX	32105
14 MCHX	32015	41 MCHX	32046	68 MCHX	32074	95 MCHX	32106
15 MCHX	32016	42 MCHX	32047	69 MCHX	32075	96 MCHX	32107
16 MCHX	32017	43 MCHX	32048	70 MCHX	32077	97 MCHX	32108
17 MCHX	32018	44 MCHX	32049	71 MCHX	32079	98 MCHX	32109
18 MCHX	32019	45 MCHX	32050	72 MCHX	32080	99 MCHX	32110
19 MCHX	32020	46 MCHX	32051	73 MCHX	32081	100 MCHX	32111
20 MCHX	32021	47 MCHX	32052	74 MCHX	32082	101 MCHX	32113
21 MCHX	32023	48 MCHX	32053	75 MCHX	32084	102 MCHX	32115
22 MCHX	32024	49 MCHX	32054	76 MCHX	32085	103 MCHX	32116
23 MCHX	32025	50 MCHX	32055	77 MCHX	32086	104 MCHX	32117
24 MCHX	32026	51 MCHX	32056	78 MCHX	32087	105 MCHX	32118
25 MCHX	32027	52 MCHX	32057	79 MCHX	32088	106 MCHX	32119
26 MCHX	32028	53 MCHX	32058	80 MCHX	32089	107 MCHX	32120
27 MCHX	32029	54 MCHX	32059	81 MCHX	32090		

STATE OF Al )  
 ) SS:  
COUNTY OF Jeff )

On this 18th day of June, 1998 before me personally appears  
Earl B. Parsons Jr. to me personally known, who by me duly sworn, says that  
he/she is the Sr. Vice President of ALABAMA POWER COMPANY  
(the "Company"), that the foregoing instrument was signed on behalf of the said Company by  
authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing  
instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Ann D. Wilkinson  
Notary Public

[SEAL]

My Commission expires:

5-3-02

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this 23rd day of June, 1998 before me personally appears  
Lawrence E. Littlefield to me personally known, who by me duly sworn, says that  
he/she is the Vice-President of THE CIT GROUP/EQUIPMENT  
FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the  
said Company by authority of its Board of Directors, and he/she acknowledged that the execution  
of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner  
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01 GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998